

FORMULA SYSTEMS (1985) LTD
Form 6-K
March 26, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

For the month of **March 2019**

Commission File Number: 000-29442

FORMULA SYSTEMS (1985) LTD.
(Translation of registrant's name into English)

5 HaPlada Street, Or-Yehuda, Israel

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(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F x Form 40-F o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): o

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Publication of Shelf Prospectus for Potential Offerings of Securities

On March 24, 2019, Formula Systems (1985) Ltd. (“**Formula**”) published a final-form shelf prospectus with the Tel Aviv Stock Exchange (the “**TASE**”) and the Israel Securities Authority (the “**ISA**”). Pursuant to the shelf prospectus,

Formula may offer from time to time an indeterminate number of ordinary shares, nonconvertible debt securities, convertible debt securities, warrants, options to purchase non-convertible debt securities, options to purchase convertible debt securities and other tradable securities of Formula. Any offering of these securities in the future will be made pursuant to a supplemental shelf offering report that will describe the terms of the securities being offered and the specific details of the offering.

As previously reported in its Report of Foreign Private Issuer, furnished to the Securities and Exchange Commission on March 11, 2019, Formula has also published with the TASE and the ISA a draft agreement with a trustee for a new series of secured debentures Series C Debentures that may potentially be issued by Formula in Israel. The Series C Debentures would be issued (if issued) pursuant to (i) the foregoing shelf prospectus, as well as (ii) a shelf offering report that would supplement the shelf prospectus and provide details concerning the Series C Debentures.

No U.S. Offering

This Report of Foreign Private Issuer on Form 6-K is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended (the **Securities Act**) or an exemption from the registration requirements thereunder. Any offering of securities pursuant to the shelf prospectus and any supplemental shelf offering report will be made only in Israel to residents of Israel, will not be registered under the Securities Act and will not be offered or sold in the United States or to U.S. persons (as defined in Regulation S under the Securities Act), except pursuant to an applicable exemption from registration under the Securities Act.

SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FORMULA SYSTEMS (1985) LTD.

Date: March 26, 2019

By: /s/ Asaf Berenstin
Name: Asaf Berenstin
Title: Chief Financial Officer